

3. I do not own any shares of stock in Buyseasons. I have certain value appreciation rights in Buyseasons which are triggered by certain events such as a “change in control,” but I do not have any direct ownership in Buyseasons. Buyseasons is a wholly owned subsidiary of Liberty Media, Inc. I own certain shares of stock in Liberty Media, Inc., but I am by no means a controlling shareholder of that company.

4. From May 2004 to November 15, 2007, Buyseasons and Plaintiff Tom Arma Costumes, Inc. were parties to an “Exclusive On-Line Distribution Agreement” (the “Distribution Agreement”) by which Buyseasons distributed Tom Arma brand costumes on the Web Site. The Distribution Agreement expired on its own terms on November 15, 2007.

5. The Web Site was created and is maintained in the State of Wisconsin. Servers used by Buyseasons are located in Portland, Oregon. Any material related to this lawsuit which appeared on the Web Site was placed there by Wisconsin employees of Buyseasons.

6. I personally do not transact business in the state of New York. Specifically, I do not personally do or solicit business in the State of New York, nor do I engage in any other persistent course of conduct in New York. Since November 15, 2007, when the Distribution Agreement expired, I have been to New York only once for personal reasons having nothing to do with Buyseasons, the Plaintiffs, or their businesses.

7. Buyseasons has never acted as my personal agent in the State of New York or anywhere else. I personally do not derive substantial revenue from goods used or consumed, or service rendered, in New York. Nor do I personally derive substantial revenue from interstate or international commerce.

8. I do not reside in New York, nor do I own, use or possess any real property in New York.

9. To the best of my knowledge, Plaintiffs Tom Arma Costumes, Inc. and Tom Arma Studio, Inc. have been incorporated in the State of Arizona since June 2005. *See* Articles of Incorporation attached as Exhibit A. Since that time, Buyseasons payments made pursuant to the Distribution Agreement and Buyseasons correspondence and phone calls relating thereto has been directed to Arizona. Similarly, correspondence and phone calls from the Plaintiffs has come from Arizona, not New York.

10. Since the date of filing of Plaintiffs' Complaint and before, Buyseasons has acted to remove allegedly infringing copyrighted and trademarked material from the Web Site and any other web sites owned by Buyseasons. As of the date of Plaintiffs' Complaint or shortly thereafter, I believe Buyseasons has addressed all of Plaintiffs' alleged copyright and trademark infringements by removing the allegedly infringing material from the internet. To the extent that any other Tom Arma copyrighted or trademarked material continues, unknown to Defendants, to appear on the Web Site or other Buyseasons' web sites, Buyseasons will act promptly to remove the same.

11. Based on the allegations in Plaintiffs' Amended Complaint, the primary witnesses in this case will likely be me, other Wisconsin employees of Buyseasons, Tom Arma, and Tom Arma's wife, who plays a substantial role in Plaintiffs' businesses. All Buyseasons' witnesses are located in Wisconsin. Upon information and belief, all of Plaintiffs' witnesses are located in Arizona. Most of the documents and other sources of proof in this case will also be located in Wisconsin, in light of the fact that Buyseasons operates and maintains its Web Site from Wisconsin, and has its corporate offices in Wisconsin.

Dated this 14th day of January, 2008.

JALEM GETZ

A handwritten signature in black ink, appearing to read 'Jale Getz', is written over a horizontal line.

Subscribed and sworn to
Before me this 14 day of January, 2008

B. Gurecki
Notary Public

My commission expires on 9/26/10

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AZ CORPORATION COMMISSION
FILED

JUN 20 2006

EXP

ARTICLES OF INCORPORATION

OF

FILE NO. 1210846-0

TOM ARMA COSTUMES, INC.

The undersigned, being natural persons capable of contracting, acting as incorporators in adopting the following Articles of Incorporation for the purpose of incorporating a corporation (hereinafter referred to as "Corporation") for profit pursuant to the provisions of the Arizona Business Corporation Act:

Article I: The name of the corporation shall be TOM ARMA COSTUMES, INC.

Article II: The purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Arizona Business Corporation Act, as they may be amended from time to time.

Article III: The corporation's initial business it intends to conduct in the State of Arizona is as follows: creation and licensing of photographic images.

Article IV: The total number of shares which the corporation shall have authority to issue is 1,000, all of which are without par value and classified as Common shares.

Article V: The street address of the known place of business of the corporation in the State of Arizona is 7 Cerro Pelado Lane, Tucson, AZ 85646

Article VI: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

Article VII: The name and address of the initial statutory agent are National Registered Agents, Inc., 1850 North Central Avenue, Suite 1160, Phoenix, AZ 85004.

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Article VII: The initial Board of Directors shall consist of one (1) Director.

The person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
TOM ARMA	7 Cerro Pelon Lane, Tubac, AZ 8564

Article IX: The name and the address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT I. RECHER	50 East 42 nd Street, New York, NY 10017

Article X: The personal liability of all of the directors of the corporation to the corporation or its shareholders for money damages in any action taken or failure to take any action hereby eliminated except liability for any of the following actions:

- (a) The amount of a financial benefit received by a director to which the director is not entitled.
- (b) An intentional infliction of harm on the corporation or its shareholder.
- (c) A violation of section 10-333 of the Arizona Corporation Act.
- (d) An intentional violation of criminal law.

Article XI: The period of duration of the corporation shall be perpetual.

Article XII: Cumulative voting shares of stock is authorized in the election of directors, and a plurality of the votes cast at a meeting at which a quorum is present shall elect.

Article XIII: The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee, or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all situations which

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Indemnification is permitted by law.

Dated this 17th day of June, 2005.


Richard J. Reicher, Sole Representative

AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION

JUN 20 2005

OF

FILE NO. 121086937

TOM ARMA, INC.



The undersigned, being natural persons capable of contracting, acting as incorporators in adopting the following Articles of Incorporation for the purpose of incorporating a corporation (hereinafter referred to as "Corporation") for profit pursuant to the provisions of the Arizona Business Corporation Act:

Article I: The name of the corporation shall be TOM ARMA, INC.

Article II: The purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Arizona Business Corporation Act, as they may be amended from time to time.

Article III: The corporation's initial business it intends to conduct in the State of Arizona is as follows: creation and licensing of photographic images.

Article IV: The total number of shares which the corporation shall have authority to issue is 1,000, all of which are without par value and classified as Common shares.

Article V: The street address of the known place of business of the corporation in the State of Arizona is 7 Certe Peland Lane, Tubac, AZ 85646

Article VI: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or not of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

Article VII: The name and address of the initial statutory agent are National Registered Agents, Inc., 1450 North Central Avenue, Suite 1160, Phoenix, AZ 85004.

Article VIII: The initial Board of Directors shall consist of one (1) Director.

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The person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualified, is:

NAMEADDRESS

TOM ARMA

7 Centro Polan Lane, Tusne, AZ 85646

Article IX: The name and the address of the sole incorporator of the corporation is as follows:

NAMEADDRESS

ROBERT J. REICHER

50 East 42nd Street, New York, NY 10017

Article X: The personal liability of all of the directors of the corporation to the corporation or its shareholders for money damages in any action taken or failure to take any action hereby eliminated except liability for any of the following actions:

- (a) The amount of a financial benefit received by a director to which the director is not entitled.
- (b) An intentional infliction of harm on the corporation or its shareholder.
- (c) A violation of section 10-833 of the Arizona Corporation Act.
- (d) An intentional violation of criminal law.

Article XI: The period of duration of the corporation shall be perpetual.

Article XII: Cumulative voting shares of stock is authorized in the election of directors, and a plurality of the votes cast at a meeting at which a quorum is present shall elect.

Article XIII: The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee, or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be

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mandatory in all situations which indemnification is permitted by law.

Dated this 7th day of June, 2005


Robert V. Reicher, Sales Representative

01/16/2008

Arizona Corporation Commission
State of Arizona Public Access System

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Annual Reports	Scanned Documents	Documents Waiting To Be Examined	Amendments	Notices of Pending Administrative Dissolution	Administrative Dissolutions and Reinstatements	Microfil
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Corporate Inquiry	
File Number: -1210869-3	Check Corporate Status
Corp. Name: TOM ARMA STUDIO, INC.	

Domestic Address

P.O. BOX 3091
TUBAC, AZ 85646-3091

Statutory Agent Information

Agent Name: NATIONAL REGISTERED AGENTS INC
Agent Mailing/Physical Address:
638 N 5TH AVENUE
PHOENIX, AZ 85003
Agent Status: APPOINTED 06/20/2005
Agent Last Updated: 07/05/2006

Additional Corporate Information

Corporation Type: BUSINESS	Business Type: PHOTOGRAPHY
Incorporation Date: 06/20/2005	Corporate Life Period: PERPETUAL
Domicile: ARIZONA	County: SANTA CRUZ
Approval Date: 06/20/2005	Original Publish Date: 08/22/2005

Officer Information

TOM ARMA PRESIDENT	JULIE ARMA SECRETARY
-----------------------	-------------------------

P.O. BOX 3091
TUBAC, AZ 85646-3091
Date of Taking Office: 06/20/2005
Last Updated: 12/20/2007

P.O. BOX 3091
TUBAC, AZ 85646-3091
Date of Taking Office: 06/20/2005
Last Updated: 12/20/2007

Director Information

TOM ARMA
DIRECTOR
P.O. BOX 3091
TUBAC, AZ 85646-3091
Date of Taking Office: 06/20/2005
Last Updated: 12/20/2007

Annual Reports

Next Annual Report
Due: 06/20/2008

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File Year	File Month	Date Received	Reason Returned	Date Returned	Extension
2007	06	12/19/2007			
2006	06	12/19/2007			

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Document Number	Description	Date Received
01249253	ARTICLES	06/20/2005
01310465	PUB OF ARTICLES	08/22/2005
02261458	06 ANNUAL REPORT	12/19/2007
02261467	07 ANNUAL REPORT	12/19/2007
02252591	PUB OF MERGER	12/26/2007

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Documents Waiting To Be Examined

Date Received	Description	Expedited
01/02/2008	CHANGE(S)	No

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Amendments

Amendment Date	Amendment Type	Publish Date	Publish Exception
11/22/2005	NAME CHANGE		WAIVE

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Notices of Pending Administrative Dissolution

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Date	Reason
12/11/2006	DELINQUENT ANNUAL REPORT

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Administrative Dissolutions and Reinstatements

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Administrative Dissolution Date	Administrative Dissolution Reason	Reinstatement Date
09/28/2007	AD-DISSOLVED - FILE A/R	12/19/2007

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Name Changes / Mergers

Description	Corporation Name	Date
CHANGED FROM	TOM ARMA, INC.	11/22/2005
MERGED FROM	TOM ARMA STUDIO, INC.	11/22/2005

Microfilm

Location	Date Received	Description

31877001781	06/20/2005	ARTICLES
11737001029	11/22/2005	MERGER
11750013015	04/21/2006	2006 ANNUAL REPORT/MAIL RETURN
11769028012	01/12/2007	DELINQUENT NOTICE/MAIL RETURN

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